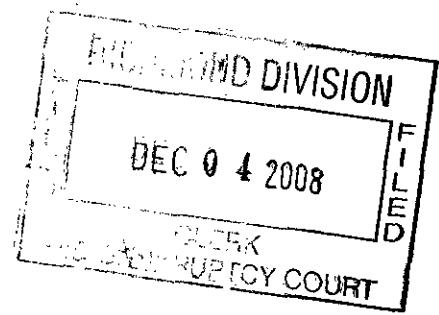


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Attorneys for Lessor
M and M Berman Enterprises

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA, RICHMOND DIVISION

In Re:) Case No. 08-35653-KRH
)
CIRCUIT CITY STORES, INC.,) Chapter 11
)
Debtor.)
) **CONDITIONAL OPPOSITION TO**
) **MOTION OF DEBTORS FOR ORDER**
) **UNDER BANKRUPTCY CODE**
) **SECTION 365(d)(4) EXTENDING TIME**
) **WITHIN WHICH DEBTORS MAY**
) **ASSUME OR REJECT UNEXPIRED**
) **LEASES OF NONRESIDENTIAL REAL**
) **PROPERTY**
)
) DATE: December 5, 2008
) TIME: 10:00 a.m.
) ROOM: 5000
)

M and M Berman Enterprises ("MMBE") hereby files its conditional opposition to the "Motion of Debtors for Order Under Bankruptcy Code Section 365(d)(4) Extending Time within Which Debtors May Assume or Reject Unexpired Leases of Nonresidential Real Property" ("Motion") filed by the Debtors in the above-referenced bankruptcy case, and respectfully represents as follows:

ORIGINAL

1. MMBE is the lessor of two locations (together, the "Properties") occupied by Circuit City stores: location number 1802 on Broadway Street in Tyler, Texas; and location number 4510 on Slide Street in Lubbock, Texas.

2. MMBE consists essentially of an elderly couple living in California. The rental payments on the Properties relate directly to whether MMBE can make the mortgage payments for the fee ownership of the Properties. MMBE's principals lack other resources from which to make the mortgage payments. Continued default by the Debtors in current monthly rental payments will result in irreparable harm to MMBE by virtue of default upon the subject mortgages and foreclosure upon the subject real properties.

3. Debtors are in default for monthly rental payments from October to December, 2008 on the Properties. Debtors continue to occupy and use the Properties for operation of Debtors' stores.

4. As of the date of this pleading, setting aside the issue of "stub rent" for November, Debtors have failed to make the monthly rental payment due December 1, 2008, and have given no indication of whether or when such payment (or subsequent monthly rental payments) will be made. MMBE is advised that at least some of the landlords who have been paid December rent have been paid with NSF checks.

5. The Motion, at pages 14-15, asserts that landlords will not be prejudiced by the relief requested in the Motion because the Debtors "intend" to remain current on postpetition rent obligations. However, the proposed order submitted in connection with the Motion does not explicitly provide that as a condition of the requested extension, the Debtors are obliged to pay administrative rent obligations currently, as and when due, pending any decision on assumption or rejection. Moreover, although the Motion fails expressly to acknowledge the fact, 11 U.S.C.

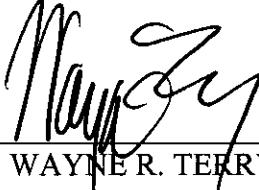
§365(d)(3) requires the Debtors to make such rental payments monthly according to the terms of the leases. Landlords in these cases should not be compelled to advance uncompensated credit to the Debtors on an administrative basis by way of use and occupancy of premises for which the Debtors are not making current payments.

6. MMBE does not oppose the concept of the requested extension of the statutory period to assume or reject nonresidential real property leases, *provided* that as a condition of the requested extension, the Debtors are required to pay administrative rent obligations currently, as and when due, pending any decision on assumption or rejection, and that the extension order explicitly so states, and MMBE respectfully requests the Court to impose said requirement in connection with any order approving the Motion.

Dated: December 2, 2008

HEMAR, ROUSSO & HEALD, LLP

By: _____


WAYNE R. TERRY
Attorneys for Lessor,
M and M BERMAN ENTERPRISES

CERTIFICATE OF SERVICE

I am employed in the County of Los Angeles, State of California. I am over the age of eighteen and not a party to the within action. My business address is Hemar, Rousso & Heald, LLP ("the business") 15910 Ventura Blvd., 12th Floor, Encino, CA 91436-2829.

I am readily familiar with the business's practice for collection and processing of correspondence for mailing with the United States Postal Service; such correspondence would be deposited with the United States Postal Service the same day of deposit in the ordinary course of business.

On December 2, 2008, I served the following document described as
CONDITIONAL OPPOSITION TO MOTION OF DEBTORS FOR ORDER UNDER BANKRUPTCY CODE SECTION 365(d)(4) EXTENDING TIME WITHIN WHICH DEBTORS MAY ASSUME OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY on the interested parties in this action by placing a true and correct copy thereof in a sealed envelope addressed as follows:

PLEASE SEE ATTACHED SERVICE LIST

 (By First Class Mail) At my business address, I placed such envelope for deposit with the United States Postal Service by placing them for collection and mailing on that date following ordinary business practices.

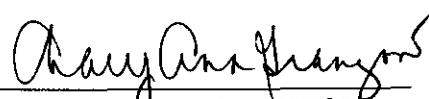
 (By Federal Express/Express Mail) I caused said document to be sent via Federal Express / Express Mail for next business day delivery.

XX (Via Electronic Mail) I caused such copies to be emailed to the person(s) set forth.

 (State) I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

XX (Federal) I declare under penalty of perjury under the laws of the United States of America that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on December 2, 2008, at Encino, California.



MARY ANN GRANZOW

SERVICE LIST

In re Circuit City Stores, Inc., Case No. 08-35653-KRH

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